

Melissa E. Newman

Vice President – Federal Regulatory Affairs 1099 New York Avenue NW, Suite 250 Washington, DC 20001 202.429.3120

REDACTED - FOR PUBLIC INSPECTION

VIA COURIER & ECFS

April 16, 2012

Ms. Marlene H. Dortch, Secretary Federal Communications Commission 445 12th Street, S.W. Washington, DC 20554

Re: In the Matter of Qwest Communications International Inc. and

CenturyTel, Inc. d/b/a CenturyLink; Application for Transfer of Control

Under Section 214 of the Communications Act, as Amended, WC Docket No. 10-110 – Request for Confidential Treatment and Enclosed CenturyLink Adoption Program Semi-Annual Report

Dear Ms. Dortch:

Please find enclosed a letter from the undersigned to Sharon Gillett, Chief of the Wireline Competition Bureau, submitting CenturyLink's first Semi-Annual Report on its "Internet Basics" broadband adoption program, as required by the Federal Communications Commission's *Memorandum Opinion and Order (MO&O)*, released March 18, 2011, in WC Docket No. 10-110, Appendix C, item II.E.

In filing the Report, CenturyLink requests confidential treatment for certain information relating to its broadband adoption program. The confidential information includes CenturyLink's broadband adoption metrics, details on the designated personnel involved in CenturyLink's Internet basics program, CenturyLink's outreach tactics for the program and information related to CenturyLink's customers, external partner organizations and personnel training conducted in support of the program.

¹ 26 FCC Rcd 4194 (2011).

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For the non-redacted version of its submission, pursuant to the Protective Order of May 28, 2010 in WC Docket No. 10-110,² each page has been marked "CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WC DOCKET NO. 10-110 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION." As such, CenturyLink requests that the non-redacted versions of the submission be withheld from public inspection.

CenturyLink also notes that notwithstanding the Protective Order, there is a separate statutory basis for not making the confidential information available for public inspection. 47 C.F.R. §§ 0.457(d) and 0.459. The confidential information included in the Report is competitively sensitive information and thus should not be available for public inspection. Such information would not ordinarily be made available to the public. Release of the confidential information in the submission would have a substantial negative competitive impact on CenturyLink. Accordingly the non-redacted information in question is appropriate for non-disclosure under sections 0.457(d) and 0.459 of the Commission's rules. Pursuant to 47 C.F.R. § 0.459(b), CenturyLink provides justification for the confidential treatment of this information in the Appendix to this letter.

Because it was not feasible to separate out the confidential information, *see* 47 C.F.R. § 0.459(a), without destroying the integrated nature of the information presented in the Report, CenturyLink is also submitting today under separate cover, via the Commission's Electronic Comment Filing System (ECFS), a redacted version of the Report. The redacted version of the submission is marked "REDACTED – FOR PUBLIC INSPECTION," with the confidential information omitted.

As noted above, CenturyLink is filing the redacted version of the submission via ECFS. For the non-redacted version of the submission, CenturyLink is providing to the Office of the Secretary one (1) original hard copy, along with an extra copy to be stamped and returned to the courier. In addition, CenturyLink is providing via courier two (2) copies of the non-redacted version to Gary Remondino of the Competition Policy Division of the Wireline Competition Bureau.

This letter and the attached letter to Sharon Gillett include no confidential information (only the attachments to the letter to Sharon Gillett include confidential information) and the text for this letter is the same in both the non-redacted and redacted versions except for the confidentiality markings.

Please contact me via the above contact information if you have any questions.

Sincerely,
/s/ Melissa E. Newman

² 25 FCC Rcd 5963 (2010).

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Copy (via email) to:
Sharon Gillett (Sharon.gillett@fcc.gov)
Michael Steffen (Michael.steffen@fcc.gov)
Angie Kronenberg (Angela.kronenberg@FCC.gov)
Christine Kurth (Christine.kurth@FCC.gov)
Josh Gottheimer (Josh.gottheimer@fcc.gov)
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APPENDIX

Confidentiality Justification

CenturyLink requests confidential treatment of the information provided in its Adoption Program Semi-Annual Report because certain of this information is competitively sensitive and its disclosure would have a negative competitive impact on CenturyLink. Such information would not ordinarily be made available to the public, and should be afforded confidential treatment under the Protective Order of May 28, 2010 in WC Docket No. 10-110 as well as pursuant to 47 C.F.R. §§ 0.457 and 0.459.

47 C.F.R. § 0.457

Specific information in the Report is confidential and proprietary to CenturyLink as "commercial or financial information" under section 0.457(d). Disclosure of such information to the public would risk revealing company-sensitive proprietary information in connection with CenturyLink's ongoing business plans and operations. Therefore, in the normal course of Commission practice this information should be considered "Records not routinely available for public inspection."

47 C.F.R. § 0.459

Specific information in the Report is also subject to protection under 47 C.F.R. § 0.459, as demonstrated below.

Information for which confidential treatment is sought

CenturyLink requests that specific information in the Report (with confidentiality markings) be treated on a confidential basis under Exemption 4 of the Freedom of Information Act. This information is competitively sensitive data that CenturyLink maintains as confidential and does not normally make available to the public. Release of the information would have a substantial negative competitive impact on CenturyLink. The confidential information contained in the non-redacted version of CenturyLink's Report is marked "CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WC DOCKET NO. 10-110 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION."

Commission proceeding in which the information was submitted

The information is included in CenturyLink's Adoption Program Semi-Annual Report required by the Federal Communications Commission's *Memorandum Opinion and Order (MO&O)*, released March 18, 2011, in WC Docket No. 10-110, Appendix C, item II.E.

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Degree to which the information in question is commercial or financial, or contains a trade secret or is privileged

The competitive information designated as confidential in the Report relates to the personnel, customers and people involved with and informed about CenturyLink's Broadband Adoption Program, including CenturyLink's broadband adoption metrics, details on the designated personnel involved in CenturyLink's Internet basics program, CenturyLink's outreach tactics for the program and information related to CenturyLink's customers, partner organizations and personnel training conducted in support of the program. As noted above, this information is competitively sensitive information that would not normally be released to the public, as such release would have a substantial negative competitive impact on CenturyLink.

Degree to which the information concerns a service that is subject to competition; and manner in which disclosure of the information could result in substantial competitive harm

This type of commercial information would generally not be subject to routine public inspection under the Commission's rules (47 C.F.R. § 0.457(d)), demonstrating that the Commission already anticipates that the release of this kind of information likely would produce competitive harm. Indeed, the Commission has frequently permitted confidential treatment of the type of information in question. CenturyLink confirms that release of the information designated as confidential in the Report would cause it substantial competitive harm by allowing its competitors to become aware of sensitive proprietary information regarding the operation of CenturyLink's business.

Measures taken by CenturyLink to prevent unauthorized disclosure; and availability of the information to the public and extent of any previous disclosure of the information to third parties

CenturyLink has treated and treats the non-public information disclosed in the Report as confidential and has protected it from public disclosure to parties outside the company.

<u>Justification of the period during which CenturyLink asserts the material should not be available</u> for public disclosure

CenturyLink cannot determine at this time any date on which this information should not be considered confidential or would become stale for purposes of the current matters, except that the information would be handled in conformity with general CenturyLink records retention policies, absent any continuing legal hold on the data.

Other information that CenturyLink believes may be useful in assessing whether its request for confidentiality should be granted

Under applicable Commission and court rulings, the information in question should be withheld from public disclosure. Exemption 4 of the Freedom of Information Act shields information that

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is (1) commercial or financial in nature; (2) obtained from a person outside government; and (3) privileged or confidential. The information in question satisfies this test.



Melissa E. Newman

Vice President – Federal Regulatory Affairs 1099 New York Avenue NW, Suite 250 Washington, DC 20001 202.429.3120

VIA E-MAIL and ECFS

April 16, 2012

Sharon Gillett (Sharon.gillett@fcc.gov)
Wireline Competition Bureau
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: CenturyLink Adoption Program Semi-Annual Report

WC Docket No. 10-110

Dear Ms. Gillett:

Pursuant to the Federal Communications Commission's *Memorandum Opinion and Order* (*MO&O*) released March 18, 2011 in WC Docket No. 10-110, Appendix C, item II.E., CenturyLink is filing its Semi-Annual Report on the Adoption Program's progress. This Report includes information regarding the personnel, customers and people involved with and informed about CenturyLink's Broadband Adoption Program.

As set forth in the MO&O, CenturyLink will report "on the Adoption Program's progress every six months after the start of the Adoption Program, for the next five years (i.e., a total of ten reports)." This is the first report.

Sincerely,

/s/ Melissa E. Newman

Copy (via email) to:
Michael Steffen (Michael.steffen@FCC.gov)
Angie Kronenberg (Angela.kronenberg@FCC.gov)
Christine Kurth (Christine.kurth@FCC.gov)

BROADBAND ADOPTION METRICS

Plan to be finalized by the company within 6 months following Merger Closing Date:	Data Set	
Personnel designated on adoption program		
Tactics and institutional partners identified		
Qualifying Lifeline customers identified	2.3M	
Total broadband adoption in the combined territory (residential)		
Metrics to be reported semi-annually to the FCC:	Preceding 6-month Period	Cumulative
Total qualifying customers who purchased broadband under discount program, by speed tier		
Qualifying customers who purchased up to and including 1.5M		
 Qualifying customers who purchased up to and including 5M 		
Qualifying customers who purchased speeds higher than 5M		
Qualifying customers who purchased computers under discount program		
Number of training programs and demonstrations held		The state of the s
Number of people attending training programs and demonstrations		
Number of training DVDs and CDs shipped		
Number of enrolled customers who continue to subscribe to CenturyLink broadband service following expiration of their participation in the Adoption Program		
Total broadband adoption in the combined territory (residential)		
Total cost to the company of the Adoption Program	·	
Number of qualifying customers who discontinued CTL or Q broadband service		

Designated Personnel for CenturyLink Adoption Program

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Overview of CenturyLink's Outreach Tactics

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Cenimy Link Internet Basies

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